

New York State Environmental Facilities Corporation
Meeting of the Governance Committee
Monday, June 13, 2022

Minutes

(Approved at the May 11, 2023 meeting of the Governance Committee)

A meeting of the Governance Committee was held on June 13, 2022 in the Board Room of the Corporation's office located at 625 Broadway, Albany, New York and by videoconference, in accordance with the Corporation's Bylaws and Chapter 1 of the Laws of 2022. A majority of the Committee members were present as indicated.

Committee Members:

Vita DeMarchi, Chair
Francis T. Corcoran
Charles Kruzansky
Adam Zurofsky

The following members of the Board of Directors were also present at the meeting but did not vote on or otherwise participate in any matters requiring action by the Governance Committee:

Jeffrey Stefanko, Chair, Designee for the Commissioner of Environmental Conservation
James Leary, Designee for the Secretary of State

EFC Staff:

Maureen A. Coleman, President and CEO
Michael P. Hale, Executive Vice President
Henrik Westin, General Counsel
Kate S. Howard, Secretary to the Corporation and Associate Counsel
Wileen Chick, Chief Risk Officer
William Brizzell, Director of Engineering
Brian McClintock, Director of Public Finance
Brian McEvoy, Director of Equity Finance
Albert Schnide, Controller
Maureen L. McGrath, Director of Administration and Corporate Operations
Derek Sellman, Deputy General Counsel
Michael Roizman, System Administrator
Bernadette Futia, Information Technology Coordinator III
Adnan Mirza, Systems Administrator
Máire Cunningham, Program Manager

1. Call to order by the Chair

Chair DeMarchi called the meeting to order at 2:03 p.m.

2. Approval of the Draft Minutes from the June 3, 2021 Governance Committee Meeting

Upon motion by Director Corcoran and seconded by Director Kruzansky, the draft minutes were unanimously approved by the voting committee members. Director Zurofsky abstained from the vote as he was not present at the June 3, 2021 meeting.

3. The Committee conducted its annual review of the following documents:

a. By-Laws

There were no proposed changes to the Corporation's By-Laws. Upon motion by Director Zurofsky and seconded by Director Corcoran, the Committee voted unanimously to recommend re-adoption of the By-Laws by the Board of Directors at its June 13, 2022 meeting.

b. Governance Committee Charter

There were no proposed changes to the Committee Charter. Upon motion by Director Kruzansky and seconded by Director Corcoran, the Committee voted unanimously to recommend re-adoption of the Charter by the Board of Directors at its June 13, 2022 meeting.

c. Procurement of Goods and Services Policy

There were no proposed changes to the Corporation's Procurement Guidelines. Upon motion by Director Zurofsky and seconded by Director Corcoran, the Committee voted unanimously to recommend that the Board of Directors approve the Procurement Guidelines upon presentation of I.D. No. 1 on the June 13, 2022 Board meeting agenda.

d. Fundamental Policies and Procedures

- i. Code of Ethical Conduct
- ii. Equal Employment Opportunity
- iii. Family and Medical Leave Act
- iv. Federal Drug-Free Workplace Act
- v. Outside Activities
- vi. Policy and Procedures on Procurement Lobbying
- vii. Reporting/Investigation of Waste, Fraud, and Abuse Claims

Ms. McGrath advised the Committee that this policy was specific to compliance for projects funded under the American Recovery and Reinvestment Act and therefore no longer relevant or required. Discussion ensued. Upon motion by Director Corcoran and seconded by Director Kruzansky the Committee voted unanimously to recommend the Board of Directors remove this policy from the Corporations fundamental policies.
- viii. Sexual Harassment in the Workplace
- ix. Time and Attendance
- x. Whistleblower Protection
- xi. Workplace Violence Prevention

Upon motion by Director Zurofsky and seconded by Director Corcoran, the Committee voted unanimously to recommend the Board of Directors re-adopt the Corporation's Fundamental Policies and Procedures without change, with the exception of removing the "Reporting/Investigation of Waste, Fraud, and Abuse Claims Policy," at its June 13, 2022 meeting.

e. Qualifications of Appointed Board Members

f. Defense and Indemnification Provisions of the Public Officers Law covering state officers and employees.

g. Compiled Results of the Board Performance Evaluations

Upon motion by Director Corcoran and seconded by Director Kruzansky, the Committee voted unanimously to enter into executive session to discuss the compiled results of the Board Performance Evaluations, in accordance with Authorities Budget Office Policy Guidance 10-05 (October 26, 2010). The Committee members, with Directors Stefanko and Leary, entered into executive session at 2:26 p.m. The public meeting resumed at 2:55p.m. Chair DeMarchi advised that no formal action, including but not limited to the appropriation of public moneys, was taken in the private meeting.

h. Mission Statement and Performance Measurements

There were no proposed changes to the Corporation's Mission Statement, however, President Coleman advised that there were proposed changes to the Performance Goals to better reflect the work that is and will be done by the Corporation. Discussion ensued. Upon motion by Director Kruzansky and seconded by Director Zurofsky, the Committee voted unanimously to recommend the Board of Directors approve the new Performance Goals at its June 13, 2022 meeting.

i. Performance Measurements Report for April 1, 2021 – March 31, 2022.

4. Adjournment

There being no further business, upon motion by Director Kruzansky and seconded by Director Zurofsky, the Committee voted unanimously to adjourn the meeting at 3:13 p.m.

BY: /s/
Kate Siobhan Howard
SECRETARY TO THE CORPORATION